

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MINNESOTA  
FOURTH DIVISION

Denny Hecker's Cadillac – Pontiac – )  
GMC, Inc.; Walden Fleet Group, Inc., )  
and Southview Chevrolet, Co., ) Court File No. 10-CV-00068-JRT-RLE  
)  
Plaintiffs, )  
)  
Vs. )  
)  
GMAC Inc., formerly doing )  
Business as GMAC, LLC, )  
)  
Defendant. )

**AFFIDAVIT OF WILLIAM R. SKOLNICK**

STATE OF MINNESOTA )  
) SS.  
COUNTY OF HENNEPIN )

William R. Skolnick hereby deposes as follows:

1. That I and my law firm are presently of record as counsel for the above named Plaintiffs. I am providing this Affidavit in support of my pending expedited motion to withdraw. The information contained herein is based on my personal knowledge.
2. I have recently retained outside ethics counsel, Charles E. Lundberg of the Bassford Remele law firm to represent me in addressing issues that have arisen in my representation of Dennis E. Hecker ("Hecker") and his related entities.

3. On March 22, 2010, after meeting with Mr. Hecker regarding certain issues, Plaintiffs' principal, Hecker, informed me that I and my firm, which includes LuAnn M. Petricka who is of counsel, would be terminated in all matters.

4. On March 23, 2010, my firm and I filed a Notice of Withdrawal as counsel for Mr. Hecker in his divorce case with the Hennepin County Family Court.

5. On March 24, 2010, Hecker provided written notice that he was terminating me and my law firm in all family law, as well as all pending bankruptcy matters. Attached hereto and marked as Exhibit A is a true and accurate reproduction of the letter.

6. On March 24, 2010, Hecker informed me that he had found replacement counsel for the bankruptcy court matter, and I immediately transferred the file.

7. On March 25, 2010, Hecker informed me that he had found new counsel for the family law matter. I immediately made arrangements to transfer that file.

8. To date, Hecker has not informed me of replacement counsel for this action.

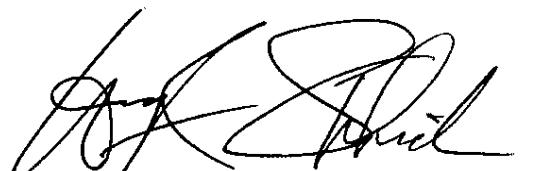
9. Subsequently, I have been advised by Mr. Lundberg that I have a conflict in continuing my representation of Plaintiffs in this action. As soon as I was able, I telephoned opposing counsel and promptly arranged for a telephone conference with the Court and opposing counsel. I was concerned about the upcoming hearing scheduled for Wednesday, March 31, 2010 at William Mitchell College of Law, and my inability to represent Plaintiffs in this critical motion. Plaintiffs have filed an extensive written response to Defendant's pending motion to dismiss.

10. The Court held a telephone conference with opposing counsel and myself on Friday, March 26, 2010 at approximately 5:00 p.m. to discuss the situation. The Court was informed of the facts contained herein and requested written submissions in the form of an Affidavit on Monday, March 29, 2010.

11. Pursuant to Rule 1.16(a) (3) of the Rules of Professional Conduct, I am required to withdraw from my representation of Plaintiffs, which are controlled and owned by Hecker.

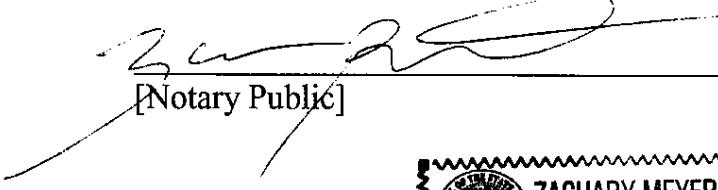
12. Based on the foregoing, I respectfully request that the Court allow me to withdraw and continue the hearing scheduled this Wednesday to a later date. As the Court pointed out, if necessary, the Court could decide the pending motion based on the written submissions.

FURTHER YOUR AFFIANT SAITH NOT.



WILLIAM R. SKOLNICK

Sworn and subscribed to before me  
A Notary Public this 29 day of  
March, 2010.



[Notary Public]

